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May 28, 2003

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Mr. Joe Werner, Chief Telecommunications Section Tennessee Regulatory Authority 460 James Robertson Parkway Nashville, Tennessee

TN REGULATORY AUTHORITY TELECOMMUNICATIONS DIVISION

RE: Approval of the Resale Agreement and Amendment Thereto Negotiated by BellSouth Telecommunications, Inc. and State Discount Telephone, LLC Pursuant to the Telecommunications Act of 1996, TRA Docket 03-00275

Dear Mr. Werner:

This is in response to the questions in your letter of May 22, 2003.

1. Section 2.4, page 3, Lines 5 & 6 – why was the term "current standard interconnection agreement" used instead of "current standard resale stand alone agreement" as in the SoloXtra Agreement filed in 03-00276?

RESPONSE:

These differences simply reflect differences in the standard contract language in use at the time that negotiations were underway for these two contracts.

2. Attachment 1, Section 8.3.2, page 12, Directory Assistance – no rates have been included for directory assistance call completion service in Exhibit E as referenced therein.

RESPONSE:

This reference to Exhibit E is incorrect since rates for Directory Assistance Call Completion are contained in BellSouth's General Subscriber Services Tariff. BellSouth will amend the resale agreement to correct this reference.

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3. Attachment 6, page 2, Section 1.0 – should the last word in the paragraph be "Attachment 12" or "Attachment 6"? There is no Attachment 12 included.

RESPONSE:

This reference in Attachment 6, Section 1.0 is incorrect. BellSouth will amend the resale agreement to correct this reference.

We trust that these responses will address the Staff's questions. Please contact me if there are any additional questions.

Yours truly,

Paul Stunos